



# **DURHAM COLLEGE OF APPLIED ARTS AND TECHNOLOGY PUBLIC MEETING OF THE GOVERNANCE REVIEW COMMITTEE MINUTES**

Date: Monday, February 27, 2023

Location: Oshawa Campus, Durham College Boardroom, A144

Members Present: Elizabeth Cowie, Committee Chair  
Melissa Bosomworth  
Gail Johnson Morris  
Jerry Ouellette  
Gary Rose, Board Chair (attended via MS Teams)  
Dwight Townsend  
Nathan Wilson, Committee Vice-Chair  
Don Lovisa, President

Staff Present: Melissa Pringle, Corporate and Board Secretary

## **1. CALL TO ORDER**

With quorum present, the Committee Chair called the meeting to order at 6:05 p.m.

## **2. CONFLICT OF INTEREST DECLARATIONS**

The Committee Chair asked if there were any conflict of interest declarations. None noted.

## **3. APPROVAL OF THE AGENDA**

Moved by Governor Bosomworth

Seconded by Governor Johnson Morris

"That the agenda for the February 27, 2023, meeting of the Governance Review Committee be approved as presented." CARRIED

#### **4. APPROVAL OF PREVIOUS MINUTES**

##### **4.1 Minutes from the January 18, 2023, Governance Review Committee Meeting**

The Committee reviewed its minutes from the January 18, 2023, Governance Review Committee meeting.

Moved by Governor Rose

Seconded by Governor Townsend

"That the minutes from the January 18, 2023, meeting of the Governance Review Committee be approved as presented." CARRIED

#### **5. DECISION ITEMS**

There were no decision items.

#### **6. DISCUSSION ITEMS**

##### **6.1 Board Goal: Governance Review Committee to Provide a Mid-Year Report Assessing the Effectiveness of the New Governance Model**

The Committee discussed the Board's new governance model from the perspective of whether or not it was effective, if there were any gaps, and if the Board and Committees were following it. Generally, the Committee agreed the governance model was working because the duplication across corporate documents was removed, simplifying the framework. Also, the Committee discussed cross-referencing sections of a by-law in a policy; however, it determined that having multiple references to update may cause future issues with duplication and consistency.

Further, the Committee discussed the effectiveness and challenges of the consent agenda, the lack of clarity about the differences between each section of the Board agenda, and the process for bringing an item forward for discussion. In response to questions, the Committee Chair clarified the purpose and use of the consent agenda, and the Board Secretary explained the difference between the consent agenda, decision, discussion, and information items.

Lastly, the Committee discussed the Board's annual work plan, which drives the work of Board, and the process for a Governor to bring forward an item for discussion. A brief discussion ensued about the relationship with Ontario Tech University, the issue of co-populous representation and

how to move the file forward, and the best forum for a more in-depth discussion.

Following the discussion, the Committee decided that the Committee Chair would provide a brief education to the Board at its meeting on April 12, 2023, on the use of the consent agenda, the meaning of each section of the agenda, how to bring forward an item for discussion, and the Board's overarching governance framework (from legislation to policies).

Further, as it relates to the goal of assessing the effectiveness of the new governance framework, the Committee determined it had met the goal and that the Board Chair could decide if it needs to remain a goal for next year.

## **6.2 Next Steps: Advancement of Governance Recommendations re the 2021-2022 Board Evaluation Feedback**

The Committee reflected on its discussion from the January 18, 2023, meeting and discussed potential recommendations for the Board to address some of the feedback in the 2021-2022 Board Evaluation survey.

The Committee questioned the definition of diversity in the context of the Board and College and discussed the steps the Board had taken to become more diverse in the past few years. Further, the Committee reviewed some demographic trends from the Durham Region and the recent College census and discussed whether the Board represented the community and population it serves. Following the discussion, the Committee recommended that a generative discussion be held with the Board to discuss the topic of diversity, equity, and inclusion and to strive for a shared understanding of diversity as it relates to the Board and board governance.

**Action: The Office of the President will schedule a special education session/generative discussion for the Board on equity, diversity, and inclusion and board governance following the receipt of data from the new College census.**

Further, the Committee discussed the importance of mentorship and potential enhancements to the mentorship framework, such as developing a list of discussion points (e.g., expectations around participation and education) to be covered during the mentorship relationship.

**Action: The Board Secretary will draft a checklist of topics for enhancing the mentorship framework for review and discussion at the next Governance Review Committee meeting.**

Additionally, the Committee discussed ways to address outlier comments in the Board evaluation survey and concurred the Board Chair could make an invitation at a Board meeting asking Governors to come forward to discuss comments shared in the survey.

Lastly, the Committee discussed the importance of the Good Governance certificate and the recommendation to make it a mandatory requirement within a Governor's first term and a pre-condition to reappointment for a second term. Following a discussion, the Committee agreed not to recommend it become mandatory but strongly encourage it through the mentorship relationship and Board participation.

**7. INFORMATION ITEMS**

There were no information items.

**8. MEETING CRITIQUE**

The Committee engaged in a roundtable meeting assessment and concurred that the in-person format was ideal for the topics discussed and that the new technology worked well for those joining online.

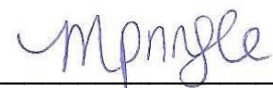
**9. ADJOURNMENT**

With no further business, the meeting adjourned at 7:49 p.m.



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Elizabeth Cowie  
Committee Chair



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Melissa Pringle  
Board Secretary